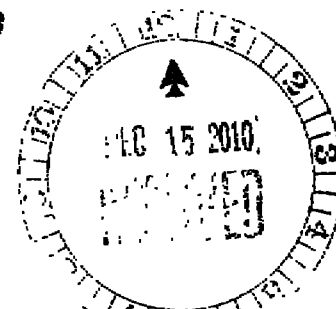


RECORDATION NO. 29230B FILED

DEC 15 '10 -4 13 PM

SURFACE TRANSPORTATION BOARD



VIA UPS NEXT DAY AIR

December 14, 2010

## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Re: Documents for Rail Recordation

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated November 17, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 29230.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 N River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Baker Hughes Oilfield Operations, Inc.  
2001 Rankin Road  
Houston, TX 77073

A description of the railroad equipment covered by the enclosed document is for twenty (20) covered hopper cars having FURX and NAHX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

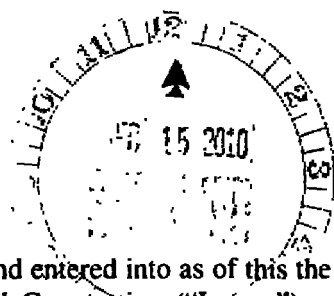
Marcia Dunne  
Senior Rail Documentation Specialist

Enclosures

(BAHU006/A)

ASSGN. NO.: BAHU006/006A

MEMORANDUM OF LEASE



THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 17<sup>th</sup> day of November, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Baker Hughes Oilfield Operations, Inc. ("Lessee"), a California corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of February 15, 2010, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 1, 2010, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

ATTEST:

FIRST UNION RAIL CORPORATION

RECORDATION NO. 29230-B FILED

By:

John J. Thomas

DEC 15 '10 -4 13 PM

Name:

JOHN J. THOMAS

Title:

PRESIDENT

SURFACE TRANSPORTATION BOARD

By:

Susan Grokulska

Name:

SUSAN GROKULSKY  
ASSISTANT DIRECTOR

Title:

OF DOCUMENTATION

Executed on this

17<sup>th</sup>

day of

November 2010

[CORPORATE SEAL]

STATE OF

ILLINOIS

COUNTY OF

COOK

I, Janice L Enolva, a Notary Public of the County and State aforesaid, certify that John J. Thomas personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

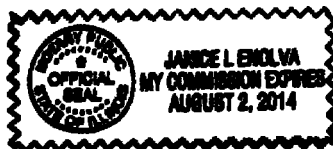
WITNESS my hand and official stamp or seal, this 17<sup>th</sup> day of NOVEMBER, 2010.

Janice L Enolva  
Notary Public

My Commission Expires:

8-2-2014

(Notary Public)



LESSEE:

BAKER HUGHES OILFIELD OPERATIONS, INC.

ATTEST:

By: [Signature]

Name: Keith Gill

By: \_\_\_\_\_

Title: VP, Drilling, US Land

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

[CORPORATE SEAL]

STATE OF Texas

COUNTY OF Harris

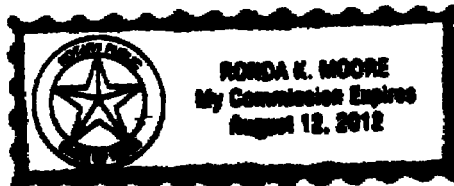
I, Ronda Moore, a Notary Public of the County and State aforesaid, certify that Keith Gill personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 2<sup>nd</sup> day of November, 2010.

Ronda Moore  
Notary Public

Commission Expires:

8/12/12  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Twenty (20)

DESCRIPTION OF CARS: Covered hopper pressure differential cars

CAR NUMBERS: NAHX marks/numbers to be remarked to FURX marks/numbers.

<u>OLD</u> <u>CARINIT.</u>	<u>OLD</u> <u>CARNUM</u>	<u>NEW</u> <u>CARINIT</u>	<u>NEW CAR</u> <u>NUM.</u>
		FURX	892040
		FURX	892061
		FURX	892062
		FURX	892063
		FURX	892072
		FURX	892074
		FURX	892078
		FURX	892566
		FURX	892573
NAHX	320159	FURX	892068
NAHX	320161	FURX	892069
NAHX	320162	FURX	892070
NAHX	320163	FURX	892071
NAHX	320165	FURX	892073
NAHX	320167	FURX	892075
NAHX	320168	FURX	892076
NAHX	320169	FURX	892077
NAHX	320171	FURX	892079
NAHX	320172	FURX	892080
NAHX	320173	FURX	892081